

MISSOURI PACIFIC RAILROAD CO.

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LAW DEPARTMENT

MARK M. HENNELLY
VICE PRESIDENT AND GENERAL COUNSEL
622-2025

May 3, 1977

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Missouri Pacific Railroad
Equipment Trust, Series KK
Dated November 15, 1972
Chemical Bank, Trustee.
Originally recorded with ICC
Rec. 6787 - 11/6/72 - 1:10 pm

Dear Sir:

Enclosed for filing and recording pursuant to Sec. 20c of the Interstate Commerce Act and 49 Code Fed. Regs. Sec. 1116.1(a), et seq., are four executed counterparts of a Supplemental Lease of Railroad Equipment, dated as of May 3, 1977, between Chemical Bank, Trustee, and Missouri Pacific Railroad Company, supplementing a Lease and Agreement between the same parties, constituting the above Equipment Trust.

The Supplemental Lease, dated as of May 3, 1977, transmitted herewith for filing and recording, covers the following Equipment:

<u>No. of Units</u>	<u>Description</u>
2	100-Ton 62' Insulated Box Car(s) w/ Load Dividers, numbered MP 793004, MP 793005
	AAR Class or Mechanical Designation RBL

The names and addresses of the parties to the transaction set forth in the instrument transmitted herewith for filing and recording are:

Trustee-	Chemical Bank
Lessor:	55 Water Street
	New York, New York 10041

7-136 AD1D
Date 5-16-77
Fee 10
ICC Washington, D.C.

RECORDATION NO. 6787 C
Filed & Recorded

MAY 16 1977-10 00 AM

INTERSTATE COMMERCE COMMISSION

C. Oswald
Judy Oswald

Mr. Robert L. Oswald

- 2 -

May 3, 1977

Lessee: Missouri Pacific Railroad Company
210 North 13th Street
St. Louis, Missouri 63103

The original Equipment Trust Agreement referred to herein was recorded with the Interstate Commerce Commission on the date and assigned the recordation number specified in the caption hereof.

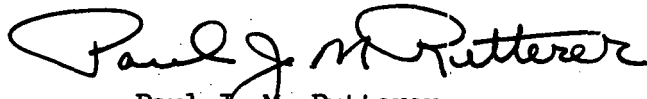
Check or voucher to cover the \$10 recording and filing fee is furnished herewith.

Upon filing and recording of the enclosed instrument, three counterparts thereof, showing thereon the Commission's recordation data, should be returned to:

Mrs. Judy C. Durand, Vice President
Missouri Pacific Railroad Company
337 National Press Building
Washington, D.C. 20045
(Tel.: 628-2921)

who will arrange to call for same upon telephone advice that recordation has been accomplished.

Very truly yours,


Paul J. M. Rutterer

PJMR:js

Encl:

Supplemental Lease (4)
Check or voucher for \$10 rec. fee

MAY 16 1977 - 10 00 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT

MISSOURI PACIFIC RAILROAD EQUIPMENT TRUST, SERIES KK
Equipment Trust Agreement Consisting of Agreement
and Lease of Railroad Equipment, dated November 15, 1972
(Original I.C.C. Rec. No. 6787)

THIS SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT, dated as of
May 3, 1977, between CHEMICAL BANK, a New York corporation, Trustee (here-
inafter called the Trustee), and MISSOURI PACIFIC RAILROAD COMPANY, a
Missouri corporation (hereinafter called the Railroad):

WHEREAS, the Equipment Trust Agreement identified in the caption
hereof, originally entered into between the Parties hereto, or their prede-
cessors, as of the date specified in the caption hereof, is now in effect
between the Trustee and the Railroad, and provides for the leasing by the
Trustee to the Railroad of certain Trust Equipment as defined and on the
terms set forth in said Equipment Trust Agreement; and

WHEREAS, there is now on deposit with the Trustee \$80,900.68 ,
representing the Fair Value (determined as provided in the Equipment Trust
Agreement) of Trust Equipment heretofore destroyed or sold and released;
and

WHEREAS, the Railroad desires to replace said Trust Equipment so
destroyed or sold and released with new standard-gauge railroad Equipment
of substantially as good material and construction and of value (determined
as provided in the Equipment Trust Agreement) at least equal to the Fair

Value of the Trust Equipment so destroyed or sold and released, and has requested and herewith requests the Trustee to apply the amount so deposited and any other available Deposited Cash or Replacement Funds (to the extent necessary) to or toward the purchase of replacement Trust Equipment as hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and pursuant to the terms of the Lease, the parties agree:

1. The Trust Equipment as defined and described in the Lease included in said Equipment Trust shall include the following new standard-gauge railroad Equipment:

<u>No. of Units</u>	<u>Description</u>	<u>Est. Cost and Fair Value</u>
2	100-Ton 62' Insulated Box Cars w/ Load Dividers, numbered MP 793004, MP 793005	\$103,456

which railroad Equipment shall hereafter constitute and be a part of the Trust Equipment of the Equipment Trust referred to herein, as fully and completely as though it had been part of the original Trust Equipment and subject to all the terms and conditions of said Equipment Trust.

2. This Supplemental Lease is subject to all the terms, covenants, provisions and conditions of the Equipment Trust referred to in the caption hereof, and shall be binding upon the parties hereto, their respective successors and assigns.

IN WITNESS WHEREOF, the Trustee and the Railroad have caused their names to be signed hereto by their respective officers thereunto duly authorized

and their respective corporate seals to be hereto affixed, duly attested,
as of the day and year first above written.

ATTEST:

C. G. Martin

Assistant Secretary

CHEMICAL BANK

By

R. J. Farrell

Senior

Trust Officer

ATTEST:

Dr. J. J. Terrell

Assistant Secretary

MISSOURI PACIFIC RAILROAD COMPANY

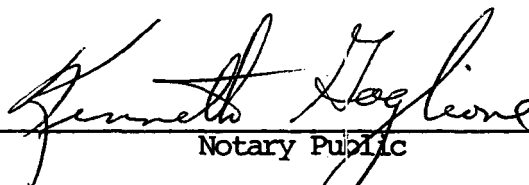
By

M. M. Kennedy

Vice President

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 9th day of MAY, 1977, before me personally appeared
F. J. FARRELL , to me personally known, who, being by me duly
sworn, says that he is a Senior Trust Officer of CHEMICAL BANK, that one
of the seals affixed to the foregoing instrument is the corporate seal of
said corporation, that said instrument was signed and sealed on behalf of
said corporation by its Board of Directors, and he acknowledged that the
execution of the foregoing instrument was the free act and deed of said cor-
poration.



Notary Public

KENNETH GAGLIONE
Notary Public, State of New York
No. 03-4621558
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 1979

STATE OF MISSOURI)
) ss.
CITY OF ST. LOUIS)

On this 3rd day of May, 1977, before me personally appeared
M. M. Hennelly, to me personally known, who, being by me duly sworn, says
that he is a Vice President of MISSOURI PACIFIC RAILROAD COMPANY, that one
of the seals affixed to the foregoing instrument is the corporate seal of
said corporation, that said instrument was signed and sealed on behalf of
said corporation by authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free act and deed of
said corporation.



Notary Public

My Commission expires September 28, 1978.

R. C. MASON, NOTARY PUBLIC
County of St. Louis, State of Missouri
My Commission Expires September 28, 1978

This act performed in the City of St.
Louis, which adjoins the County of
St. Louis in which I was commission-
ed.